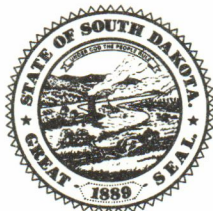


State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Amendment Domestic Nonprofit

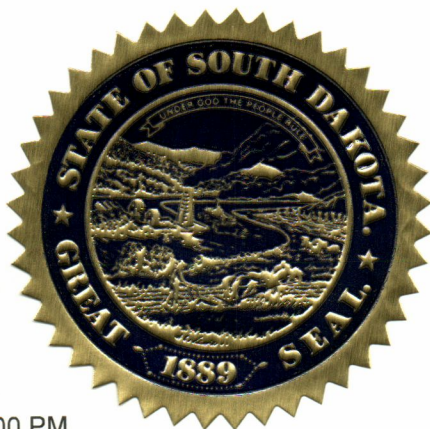
ORGANIZATIONAL ID# NS014475

I, Shantel Krebs, Secretary of State of the State of South Dakota, hereby certify that the Amendment to the Articles of Incorporation of 'Destination Rapid City / Main Street Square, Inc.', changing its name to 'Main Street Square, Inc.'

duly signed and verified, have been received in this office and are found to conform to law.

ACCORDINGLY, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Amendment and attach hereto a duplicate of the Amendment to the Articles of Incorporation.

IN TESTIMONY WHEREOF,
I have hereunto set my hand and
affixed the Great Seal of the
State of South Dakota, at Pierre,
the Capital, this 09/21/2015.



Shantel Krebs

Shantel Krebs
Secretary of State

9/22/2015 2:29:00 PM
Change ID: 1277759

Filed this 21st day of Sept 2015

RECEIVED

SEP 21 2015

S.D. SEC. OF STATE

Shantel Krebs
SECRETARY OF STATE
AMENDED ARTICLES OF MERGER

Downtown Rapid City Economic Development Corporation,
into Main Street Square, Inc.

Pursuant to the provisions of SDCL § 47-25-10, the undersigned companies adopt the following Amended Articles of Merger for the purpose of merging Downtown Rapid City Economic Development Corporation, a South Dakota non-profit corporation, into Main Street Square, Inc., a South Dakota non-profit corporation.

1. Downtown Rapid City Economic Development Corporation is a non-profit business corporation, incorporated under the laws of the state of South Dakota.
2. Main Street Square, Inc., is a non-profit business corporation, incorporated under the laws of the state of South Dakota.
3. The Amended Plan of Merger is attached hereto.
4. Main Street Square, Inc., has no members. On the 3rd day of June, 2015, a meeting of the Board of Directors of Main Street Square, Inc., was held to approve the merger and the Plan of Merger was approved by a majority of the directors in office.
5. On the 23rd day of June, 2015, a meeting of the members of Downtown Rapid City Economic Development Corporation was held to approve the merger, a quorum of members entitled to vote were present at such meeting, and the Plan of Merger was approved by at least two-thirds of the votes entitled to be cast by members represented in person.
6. The Articles of Merger are being amended to clarify that the merger shall be effective as of January 1, 2016.

*** Signature Pages Follow Separately ***

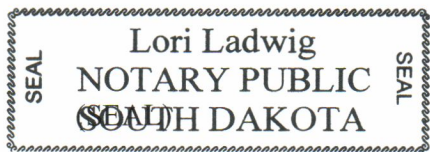
Main Street Square, Inc.

By: Michael Hottel
Its: President

State of South Dakota)
) ss.
County of Pennington)

On this the 16 day of September, 2015, before the undersigned officer, personally appeared Michael Hottel, who acknowledged himself to be the President of Main Street Square, Inc., a South Dakota non-profit corporation, and that he, as such President being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as President.

In witness whereof I hereunto set my hand and official seal.



Lori Ladwig
Notary Public

My Commission Expires: 3/12/2021

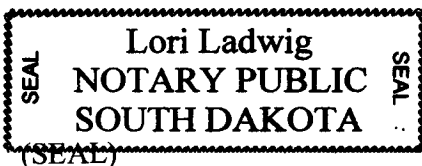
Downtown Rapid City Economic
Development Corporation

By: [Signature]
Its: President

State of South Dakota)
) ss.
County of Pennington)

On this the 16 day of September, 2015 before the undersigned officer,
personally appeared Dan Senftner, who acknowledged himself to be the
President of Downtown Rapid City Economic Development Corporation, a South Dakota
non-profit corporation, and that he, as such President being authorized so to do, executed
the foregoing instrument for the purposes therein contained, by signing the name of the
company by himself as President.

In witness whereof I hereunto set my hand and official seal.



[Signature]
Notary Public

My Commission Expires: 3/12/2021

AMENDED PLAN OF MERGER

Pursuant to resolutions of the Board of Directors of Downtown Rapid City Economic Development Corporation, a non-profit corporation organized and existing under the laws of the state of South Dakota and Main Street Square, Inc., a non-profit corporation organized and existing under the laws of the state of South Dakota, this Amended Plan of Merger, pursuant to SDCL Ch. 47-25, documents the merger of Downtown Rapid City Economic Development Corporation, into Main Street Square, Inc., under the following plan.

1. Name of Parties to the Merger

Downtown Rapid City Economic Development Corporation, a South Dakota non-profit corporation, and Main Street Square, Inc., a South Dakota non-profit corporation, are the only parties to this merger.

2. Surviving Corporation

Main Street Square, Inc., shall be the surviving entity, and all references in this Plan of Merger to "surviving entity" shall be to Main Street Square, Inc.

3. Type of Organization of the Surviving Entity

Main Street Square, Inc., is a non-profit corporation organized and existing under the laws of the state of South Dakota.

4. Terms and Conditions of the Merger

All debts and obligations as well as all assets of Downtown Rapid City Economic Development Corporation, are hereby assigned and assumed by Main Street Square, Inc.

5. Effective Date

The Merger will be effective as of January 1, 2016. The Plan of Merger shall be implemented as soon as the Merger is effective.

6. Street Address of the Surviving Entity's Principal Place of Business

Main Street Square, Inc.
512 Main St. Ste. 980
Rapid City, SD 57701

7. Implementation of Plan

Upon approval, the Presidents of the respective companies shall be authorized to implement this Amended Plan of Merger, and to do any and all things as may be necessary or proper to implement said Amended Plan. The Presidents are authorized to execute the Amended Articles of Merger.

8. Articles of Incorporation

The Articles of Incorporation of the surviving entity shall be as set forth below pursuant to SDCL § 47-25-1(3).

**ARTICLES OF INCORPORATION
OF
MAIN STREET SQUARE, INC.**

I.

NAME

The name of the corporation is Main Street Square, Inc.

II.

DURATION

The period of its duration is perpetual.

III.

NON-PROFIT PURPOSES

Main Street Square, Inc. is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including for the purpose of overseeing the development, maintenance, management, promotion of downtown Rapid City, South Dakota, and operation of a publicly-owned plaza located at the corner of 6th and Main Streets in Rapid

City, South Dakota, and to do and engage in all lawful activities that are in furtherance of one or more of the forgoing purposes.

IV.

NO MEMBERS

Main Street Square, Inc. shall have no members.

V.

DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors shall be between five (5) and fifteen (15) and shall be fixed by the Bylaws of the Corporation. All duties, terms and conditions of Board membership, tenure, and election shall be as set forth in the Bylaws of the Corporation and any amendments thereto.

VI.

INTERNAL REGULATIONS

The internal affairs of the Corporation shall be regulated according to the provisions of the Bylaws, or any amendment thereto, from time to time enacted by a majority of the Board of Directors; provided, however, that said Bylaws shall not be inconsistent in any way with these Articles of Incorporation.

VII.

RESTRICTIONS ON DISTRIBUTIONS

No part of the net earnings of Main Street Square, Inc., shall inure to the benefit of, or be distributable to, its Directors, Officers, Trustees, or any private person (except that reasonable compensation may be paid for services actually rendered to or for Main Street Square, Inc. effecting one or more of its purposes), and no Director or Officer of Destination Rapid City /

Main Street Square, Inc., or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of Main Street Square, Inc.

Notwithstanding any other provisions of these Articles, Main Street Square, Inc., shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of Main Street Square, Inc., any assets it owns will be distributed in accordance with the regulations and guidelines of Section 501(c)(3) of the Internal Revenue Code or a corresponding section of any future federal tax code. Any such assets not so disposed of as stated above shall be disposed of by a court of competent jurisdiction of the county in which the principal office of Main Street Square, Inc., is then located, exclusively for such purposes or to such organization or organizations as said court shall determine.

VIII.

REGISTERED OFFICE AND REGISTERED AGENT

The place in the State of South Dakota where the principal office of Main Street Square, Inc. is to be located is within the City of Rapid City, within the County of Pennington.

The address of the initial registered office of Main Street Square, Inc. is 512 Main Street, Suite 980, Rapid City, South Dakota. The registered agent at such address is Daniel Senftner.

IX.

INDEMNIFICATION

Main Street Square, Inc., may indemnify any person according to the provisions of SDCL sections 47-22-65.1, et seq and 47-23-27, et seq.

X.

EXONERATION FROM PERSONAL LIABILITY

The Directors, Officers, Employees, or Trustees of Main Street Square, Inc. shall not, as such, be liable for the obligations or liabilities of Main Street Square, Inc., as permitted by law.

XI.

AMENDMENTS

The power to alter, amend, or adopt new Articles of Incorporation is expressly reserved to the Board of Directors of Main Street Square, Inc.

*** Signature Pages Follow Separately ***

IN WITNESS WHEREOF, the undersigned being the President of Downtown Rapid City Economic Development Corporation, has executed this Amended Plan of Merger on the 16 day of September, 2015.

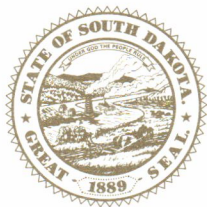
Downtown Rapid City Economic Development Corporation

By: [Signature]
Its: President

IN WITNESS WHEREOF, the undersigned being the President of Main Street Square, Inc., has executed this Amended Plan of Merger on the 16 day of September, 2015.

Main Street Square, Inc.

By: [Signature]
Its: President



South Dakota Secretary of State
SHANTEL KREBS

Return To: GUNDERSON PALMER DAVID E LUST
PO BOX 8045
RAPID CITY, SD 57709

From: Secretary of State Shantel Krebs
Corporations Division

Filing Date: 09/21/2015

Re: Main Street Square, Inc. (NS014475)
Amendment

The documents on behalf of Main Street Square, Inc. have been received and filed. Attached is the Certificate along with a receipt for the filing fee of \$15.00. Below is a summary of the transaction.

Remitter	Address	Amount Paid
GUNDERSON PALMER DAVID E PO BOX 8045 LUST	RAPID CITY, SD 57709	\$15.00
Total:		\$15.00

Description	Invoice Date	Qty	Receipt #	Subtotal
Amendment	09/22/2015	1	337588	\$15.00
Total:				\$15.00